

United States Bankruptcy Court
Southern District of New York

In re Lehman Brothers Holdings Inc.

Case No. 08-13555 (JMP)
(Jointly Administered)

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Merle Chase LLC

GPS Income Fund (Cayman) Ltd.

Name of Transferee

Name of Transferor

Court Claim #: 17169

Claim Amount: \$555,679.80

Name and Address where notices to Transferee
should be sent:

Merle Chase LLC
711 5th Avenue
New York , NY 10022
Attn: Matthew Rothfleisch and Peter Smith
Tel: (212) 328 -7160
Email: mrothfleisch@delmarasset.com / psmith@delmarasset.com

I declare under penalty of perjury that the information provided in this notice is true and correct
to the best of my knowledge and belief.

MERLE CHASE LLC

By: 
Name: Peter Smith
Title: _____

Date: December 30, 2011

EXHIBIT 3

Form of Evidence of Transfer of Claim

TO: Clerk, United States Bankruptcy Court, Southern District of New York

GPS Income Fund (Cayman) Ltd., with offices at c/o GPS Partners LLC, 2120 Colorado Avenue, Suite 250, Santa Monica, CA 90404 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Lehman Claims Agreement dated as of the date hereof, does hereby certify that Seller has unconditionally and irrevocably sold, transferred and assigned to Merle Chase LLC, its successors and assigns, ("Buyer"), all rights, title and interest in and to the claim of Seller against **Lehman Brothers Holdings Inc.** (Claim No.: 17169) in the amount of \$555,679.80 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (jointly administered) (JMP).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Evidence of Transfer of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned have duly executed this Evidence of Transfer of Claim by their duly authorized representatives as of the 22nd day of December, 2011.

SELLER:
GPS Income Fund (Cayman) Ltd.

BUYER:
Merle Chase LLC

By: 
Name: Brett Messing
Title: Managing Partner, GPS Partners LLC

By: _____
Name: _____
Title: _____

EXHIBIT 3

Form of Evidence of Transfer of Claim

TO: Clerk, United States Bankruptcy Court, Southern District of New York

GPS Income Fund (Cayman) Ltd., with offices at c/o GPS Partners LLC, 2120 Colorado Avenue, Suite 250, Santa Monica, CA 90404 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Lehman Claims Agreement dated as of the date hereof, does hereby certify that Seller has unconditionally and irrevocably sold, transferred and assigned to Merle Chase LLC, its successors and assigns, ("Buyer"), all rights, title and interest in and to the claim of Seller against **Lehman Brothers Holdings Inc.** (Claim No.: 17169) in the amount of \$555,679.80 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (jointly administered) (JMP).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Evidence of Transfer of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned have duly executed this Evidence of Transfer of Claim by their duly authorized representatives as of the 2nd day of December, 2011.

SELLER:

GPS Income Fund (Cayman) Ltd.

BUYER:

Merle Chase LLC

By: _____

Name: _____

Title: _____

By: _____

Name: Peter Smith

Title: _____

PROOF OF CLAIM

Lehman Brothers Holdings Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5076
New York, NY 10150-5076

ORIGINAL

In Re:
Lehman Brothers Holdings Inc., et al.
Debtors.

Chapter 11
Case No. 08-13555 (JMP)
(Jointly Administered)

Name of Debtor Against Which Claim is Held
Lehman Brothers Holdings Inc.

Case No. of Debtor
08-13555 (JMP)

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name and address of Creditor: (and name and address where notices should be sent if different from Creditor)

GPS Income Fund (Cayman) Ltd.
c/o GPS Partners LLC
2120 Colorado Avenue, Suite 250

Santa Monica, CA 90404

Attention: Brett Messing

Attention: Jeff Farron

Telephone number:
(310) 496-5360

Email Address:
messing@gpsfund.com; farron@gpsfund.com

Check this box to indicate that this claim amends a previously filed claim.

Court Claim
Number: _____
(If known)

Filed on: _____

NOTICE OF SCHEDULED CLAIM:
Your Claim is scheduled by the indicated Debtor as:

Filed: USBC - Southern District of New York
Lehman Brothers Holdings Inc., Et Al.
08-13555 (JMP) 0000017169



Name and address where payment should be sent (if different from above)

Telephone number: Email Address:

Check this box if you are that anyone else has filed a p claim relating to your claim. copy of statement giving parti

Check this box if you are debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: See attached schedule

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete Item 5.

If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9), complete Item 6.

Check this box if all or part of your claim is based on a Derivative Contract.*
 Check this box if all or part of your claim is based on a Guarantee.*

***IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO <http://www.lehman-claims.com> AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED.**

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on <http://www.lehman-claims.com> if claim is based on a Derivative Contract or Guarantee.

2. Basis for Claim: See attached schedule.

(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: N/A

3a. Debtor may have scheduled account as: N/A

(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: Real Estate Motor Vehicle Other

Describe: _____

Value of Property: \$ _____ Annual Interest Rate %

Amount of arrearage and other charges as of time case filed included in secured claim, if any:

\$ _____ Basis for perfection: _____

Amount of Secured Claim: _____ Amount Unsecured: _____

6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9): \$ _____

(See instruction #6 on reverse side.)

7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted on reverse side.") If the documents are voluminous, attach a summary.

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain: See Derivative and Guarantee Questionnaires.

Date:

9.14.09

Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

FILED / RECEIVED

SEP 18 2009

EPIQ BANKRUPTCY SOLUTIONS, LLC

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